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Attorneys for Defendant  
WESLEY MAYDER

IN THE UNITED STATES DISTRICT COURT  
IN AND FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

VERIGY US, INC., a Delaware Corporation,

Plaintiff,

v.

ROMI MAYDER, an individual; WESLEY  
MAYDER, an individual; SILICON TEST  
SYSTEMS, INC., a California Corporation;  
and SILICON TEST SOLUTIONS, LLC, a  
California Limited Liability Corporation,  
inclusive,

Defendants.

AND RELATED CROSSCLAIMS.

Case No. 5:07-cv-04330-RMW (HRL)

**DECLARATION OF DANIEL E. HANLEY  
IN SUPPORT OF DEFENDANT'S REPLY  
BRIEF IN SUPPORT OF MOTION FOR  
SUMMARY JUDGMENT AND RULE 11  
SANCTIONS**

**Before: Judge Ronald Whyte  
Ctrm: 6**

Complaint Filed: August 22, 2007  
Trial Date: December 8, 2008 (jury trial)  
(Defendants have elected to reserve their jury  
trial rights under F.R.C.P., Rule 38)

1 I, Dan Hanley, declare as follows:

2 1. I make the following statements of my personal knowledge, and if called to testify  
3 in this Court, my testimony would be as stated herein.

4 2. My name is Daniel E. Hanley. I am a member in good standing of the State Bar of  
5 California, state bar number 61408 and have been for over thirty years. I have represented Wesley  
6 Mayder and Romi Mayder as individuals regarding separate and distinct matters for the past ten  
7 years, although I have never represented them jointly. I represented Silicon Test Solutions LLC  
8 (“STS LLC”), a California limited liability company which I formed under the directions and  
9 authority of Romi Mayder.

10 3. The Articles of Formation for STS LLC were filed on September 8, 2006 and a true  
11 and correct copy (with my signature on it) of which is attached hereto as Exhibit “A.”

12 4. Because Mr. Romi Mayder was then in discussions with Mr. Robert Pochowski  
13 about Mr. Pochowski becoming a member and co-manager of STS LLC, I checked the box that  
14 STS LLC would be managed by “more than one manager” but I did not check the box that STS  
15 LLC would be managed by “all members of the limited liability company.” The latter was simply  
16 never the intention expressed to me.

17 5. I subsequently learned that Wesley Mayder was going to join STS LLC as a  
18 member but not as a manager since Mr. Wesley Mayder was already, as I understood it, employed  
19 full-time in his own business, namely, WeDirect, Inc.

20 6. I drafted an LLC Operating Agreement which I delivered to Mr. Romi Mayder for  
21 him to obtain signatures by Mr. Pochowski and by Mr. Wesley Mayder; that document (the  
22 unsigned version of which I have and which is attached as Exhibit “B”) anticipates signatures not  
23 only by the three of them but by each of their spouses (or domestic partners) given the provisions  
24 of California law that could otherwise apply to spouses (or domestic partners).

25 7. The LLC Operating Agreement was never returned to me as a signed document;  
26 indeed, I never received any signed version of it. I learned that Mr. Pochowski disputed the  
27 ownership allocation and that because that could not be resolved, there was no agreement, no  
28

1 Operating Agreement was agreed upon and none was signed by the three parties who I had  
2 believed were going to sign it.

3 8. It is not common though it does happen that sometimes, in my experience, one  
4 person will start a limited liability company and it will be filed with the view that the various  
5 proposed members are going to actually agree on an Operating Agreement but then they fail to do  
6 so and the LLC is then subsequently cancelled; that is precisely what occurred in this case.

7 I declare, under penalty of perjury, under the laws of the United States of America, that the  
8 foregoing is true and correct. Executed on July \_[24]\_\_\_\_, 2008 in Truckee, California

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10 /s/ Daniel Hanley  
11 Daniel Hanley  
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